



**State Bar of California
International Law Section
Presents
Structuring and Operating Business
Ventures in the Middle Kingdom:
*Legal and Practical Strategies for Success in China***

Friday, November 7, 2003

Westin Palo Alto Hotel

Palo Alto, California

In Cooperation with:

**The American Corporate Counsel Association
(San Francisco Bay Area Chapter)**

**Business Law Section, State Bar of California
Section of International Law and Practice (ABA)**

8 hours MCLE

1 hour Self Study Ethics Tape

The statistics on China are impressive: it's the world's most populous country and biggest market, with an inexpensive labor market that demands wages less than 5% of those in the U.S. A recent U.N. report indicates China is expected to become the top recipient of foreign direct investment, overtaking the U.S. Doing business with China is an opportunity too good to miss.

Focus: How businesses and their legal counsel can navigate the complex corporate, business, tax and regulatory legal issues associated with doing business in Mainland China. Speakers will provide strategies for maximizing the economic success of business initiatives in China as well as methods for repatriating funds and considered exit strategies.

Who Can Benefit: Business development, marketing and other senior executives in technology-based and non-technology-based companies; in-house corporate, intellectual property, tax, and international counsel doing business in Mainland China; attorneys and other professionals working in the international arena in Asia; business and corporate lawyers who seek to understand the economic structure of China.

Keynote speaker: **The Honorable Wang Yunxiang**, Consul General of the People's Republic of China in San Francisco.

Moderators and panelists: Experts from Beijing, Shanghai, Hong Kong, Taipei and the United States will participate. Their affiliations include: The University of Hong Kong, Asian Institute of International Financial Law; Deloitte Touche; Heller Ehrman White & McAuliffe; King & Wood; Lee & Li; Morrison & Foerster; and Squire, Sanders & Dempsey; among others.

Registration Fee: \$295 for Members of the International Law Section (ILS) and the Business Law Section (BLS) of the State Bar of California and the American Corporate Counsel Association; \$345 for non-members (fee includes membership in the ILS); \$125 for full time government/ academic; \$75 for students. Fee includes the conference, program materials, continental breakfast, luncheon, refreshments and reception.

The Conference Program

7:30 – 8:30 a.m. *Registration; Continental Breakfast*

8:30 – 8:40 a.m. **Welcome - David Teichmann**, Immediate Past Chair, Executive Committee of the International Law Section, GRIC Communications, Inc.; and **Tim Hoxie**, Immediate Past Chair, Executive Committee of the Business Law Section, Heller Ehrman White & McAuliffe, San Francisco

8:40 – 8:50 a.m. **Overview of Conference Sessions; Thanks to Sponsors**
Lucas S. Chang, Conference Chair
Heller Ehrman White & McAuliffe, Menlo Park and Hong Kong

Session 1

8:50 – 10:10 a.m. **Corporate Partnering; Joint Ventures; Cross-Border M&A's**
Moderator: Carson Wen, Heller Ehrman White & McAuliffe, Hong Kong, *"Recent Significant Legislation Regarding Foreign Investment in China"*
Panelists: Don Lewis, University of Hong Kong, Hong Kong, *"Equity and Cooperative Joint Ventures: Government Approvals, Capital Contributions and Corporate Governance"*; **Charles Law**, King and Wood, Beijing, *"Legal Issues in Buying into PRC Companies - Recent Legislation and Practices"*; **Dan Ping Mu**, World Heritage Foundation, Beijing and Los Angeles, *"Cultural Issues Involved in Negotiations Mergers and Acquisitions between US and Chinese Parties"*

10:10 – 10:20 a.m. *Break - Refreshments*

Session 2

10:20 – 11:20 a.m. **Financing, Banking, and Securities Regulations and Markets**
Moderator: Xiao Ming Li, King and Wood, Beijing, *"Acquisitions by Foreign Companies of Chinese Public Companies – New Chinese Legislations and Their Implications"*
Panelists: James Chen, Lee & Li, Taipei, *"Corporate Governance and Financial Supervision: New Trends in Relational Societies"*; **John Lo**, Squire, Sanders & Dempsey, Hong Kong, *"Building a Legal Framework for Venture Capital Fund Formation in China"*

Session 3

11:20 – 12:20 p.m. **U.S. and China Tax Structuring and Planning**
Moderator: Lili Zheng, Deloitte Touche, San Jose, *"International Tax Considerations for Structuring your Investment in Greater China"*
Panelists: Albert S. Golbert, Golbert & Associates, Los Angeles; **Andrew Zhu**, Deloitte Touche, San Jose, *"China Tax Considerations in Investing in China"*

The Conference Program

(continued)

Luncheon and Keynote Speaker

12:20 - 1:50 p.m. **The Honorable Wang Yunxiang**
Consul General of the People's Republic of China in San Francisco, *"Sino-US Relations and Opportunities in China"*

Session 4

1:50 - 2:50 p.m. **Development, Manufacturing and Distribution in China**
Moderator: Don Lewis, University of Hong Kong, Hong Kong *"Foreign Investment Policy Guidelines: Implications for Development, Manufacturing and Services"*
Panelists: Nitaya Yamamoto, Soletron Corporation, Milpitas, *"Keys to Successful EMS Providers Doing Business in China"*; Bo-sen Von, Lee & Li Business Consulting, Shanghai, *"Policies and Regulations: China's Post-WTO Developments in Foreign Participation in Distribution"*

2:50 - 3:00 p.m. *Break - Refreshments*

Session 5

3:00 - 4:00 p.m. **Utilizing Resources of the Greater China**
Moderator: James Chen, Lee & Li, Taipei, *"Nimble Taiwan: Joint Venture Strategies in the Greater China"*
Panelists: Kalley Chen, King & Wood LLP, *"Introduction of the Professional Resources in the Greater China"*, Fremont; Bo-sen Von, Lee & Li Business Consulting, Shanghai, *"Getting the Right Answer in China - Is a Second Source of Reference or Opinion Necessary?"*; Carson Wen, Heller Ehrman White & McAuliffe, Hong Kong, *"IPOs and Listing in the Greater China"*

Session 6

4:00 - 5:20 p.m. **Revenue Repatriation, Insolvency and Exit Strategies**
Moderator: Arnold M. Quittner, Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., Los Angeles, *"China's Insolvency Law and Its Effect on Business and Investment"*
Panelists: Don Lewis, University of Hong Kong, Hong Kong, *"Exit Strategies and Takeover Approaches in Joint Ventures"*; Steven L. Toronto, Morrison Foerster, Beijing; Andrew Zhu, Deloitte Touche, San Jose, *"Pros and Cons of Dividends, Interest, Royalties, Service Fees and Other Repatriation Mechanisms"*

5:20 - 5:45 p.m. **Questions and Answers; Wrap-Up**
Bruce Boyd, Conference Co-Chair
McKenna, Long & Aldridge, LLP, San Francisco

5:45 - 7:00 p.m. *Reception*

REGISTRATION FORM

The International Law Section of the State Bar of California

Structuring and Operating Business Ventures in the Middle Kingdom

November 7, 2003

Note: One registrant per form. Photocopies may be used.

Name: _____

Bar Number: _____

Firm: _____

Address: _____

City, State, Zip: _____

Phone: _____ Fax: _____

E-mail Address _____

Registration Fee:

[] International Law Section Members _____ \$295

Business Law Section Members

American Corporate Counsel Association

[] Full-time Government Employee or Academic _____ \$125

[] Student _____ \$ 75

[] Non-Section Members. \$345

\$60 will be allotted for a 2003 International Law Section Membership

Amount Enclosed/To Be Charged: \$ _____

Your form and check, payable to The State Bar of California, or credit card information must be received by October 30, 2003. On site registration is limited and subject to availability.

Credit Card Information (VISA/MASTERCARD ONLY)

I authorize the State Bar of California to charge my program registration to my Visa/MasterCard account.

(No other credit card will be accepted.)

Account Number _____ Exp. Date _____

Cardholder's Name: _____

Cardholder's Signature: _____

REGISTRATION INFORMATION

Date and Location: November 7, 2003. Westin Palo Alto. 675 El Camino Real, Palo Alto CA 94301. Directions can be found at <http://www.caohwy.com/q/qg173182.htm>

Accommodations: If you plan on staying at the Westin Palo Alto on the night of November 6, 2003, please call the hotel directly at 650.321.4422.

Deadline for Registration: In order to pre-register, your registration form and check, payable to the State Bar of California, or credit card information must be received by **October 30, 2003.**

Mail To: Program Registrations, State Bar of California, 180 Howard St., San Francisco, CA 94105

or

Fax To: Program Registrations at 415.538.2368. In order to fax your registration, credit card information is MANDATORY (VISA or MASTERCARD only)

Cancellations/Refunds: Cancellations and requests for refunds must be received in writing by October 30, 2003. Substitute registrants are allowed but must register in their own name at the meeting to receive MCLE credit.

On-Site Registration is limited and subject to availability. Please register in advance.

No Confirmation Letter will be sent. You must check in at the Registration Desk before the program.

Special Assistance: For special assistance, please call 415.538.2468; for TDD speech and hearing impaired, please call 415.538.2231.

Questions: For registration information, please call 415.538.2508. For information regarding the program please call 415.538.2380.

Audio Cassettes: Cassettes will be available for purchase after the program by calling the Versa-Tape Company at 800.468.2737.

The State Bar of California Section Education & Meeting Services
is a State Bar of California approved MCLE provider.